

PLAINS GP HOLDINGS LP  
Form 4  
August 16, 2018

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PAA GP Holdings LLC

2. Issuer Name and Ticker or Trading Symbol  
PLAINS ALL AMERICAN PIPELINE LP [PAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
333 CLAY STREET, STE. 1600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/14/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HOUSTON, TX 77002  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |   |                            |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|----------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |                            |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |   |                            |
| Common Units (Limited Partner Interests) | 08/14/2018                           |  | A <sup>(1)</sup>               | 11,250  | A   | \$ 0<br>(1)  | 281,224,082                       | I | By Plains AAP, L.P.<br>(2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PAA GP Holdings LLC<br>333 CLAY STREET, STE. 1600<br>HOUSTON, TX 77002         | X             | X         |         |       |
| Plains AAP, L.P.<br>333 CLAY STREET, SUITE 1600<br>HOUSTON, TX 77002           | X             | X         |         |       |
| Plains All American GP LLC<br>333 CLAY STREET, SUITE 1600<br>HOUSTON, TX 77002 | X             | X         |         |       |
| PLAINS GP HOLDINGS LP<br>333 CLAY ST., SUITE 1600<br>HOUSTON, TX 77002         | X             | X         |         |       |

## Signatures

/s/ Ann F. Gullion, Assistant Secretary

08/16/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to that certain Omnibus Agreement (the "Omnibus Agreement") dated November 15, 2016, by and among PAA GP Holdings LLC ("PAGP GP"), Plains GP Holdings, L.P. ("PAGP"), Plains All American GP LLC ("GP LLC"), Plains AAP, L.P. ("AAP"), PAA GP LLC and Plains All American Pipeline, L.P. ("PAA"), AAP is obligated to issue to PAGP a number of AAP Class A units equal to the number of PAGP Class A shares issued upon vesting of awards under PAGP's long-term incentive plan. The Omnibus Agreement also provides that immediately following such issuance, PAA is obligated to issue to AAP an equivalent number of PAA Common Units. On

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August 14, 2018, a total of 11,250 PAGP Class A shares were issued in connection with the vesting of outstanding LTIP awards under PAGP's long-term incentive plan. An equal number of AAP Class A units was issued to PAGP and an equal number of PAA Common Units was issued to AAP.

- PAGP GP is the general partner of PAGP, which is the managing member of GP LLC, which is the general partner of AAP. Each of
- (2) PAGP GP, PAGP and GP LLC may be deemed to indirectly beneficially own the Common Units directly held by AAP, but disclaim beneficial ownership of such Common Units except to the extent of their respective pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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